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December 2, 2016

Ms. Marlene Dortch  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**Via the ECFS**

Re: *Joint Application of Everstream GLC Holding Company, LLC and Lynx Network Group, Inc. for Transfer of Control of the Domestic Section 214 Authorizations held by Lynx Network Group, Inc.*

Dear Ms. Dortch:

Pursuant to Section 63.04 of the Rules of the Federal Communications Commission ("FCC" or "Commission"), 47 C.F.R. § 63.04, Everstream GLC Holding Company, LLC ("Everstream") and Lynx Network Group, Inc. ("Lynx")(collectively referred to as "Applicants") hereby submit this Joint Application Commission authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act") to transfer control of the blanket domestic Section 214 authorization held by Lynx to Everstream.

As demonstrated, the Joint Application is eligible for streamlined treatment pursuant to Section 63.03(b)(2) of the Commission's Rules. The Joint Application also includes all pertinent information required under Section 63.04 of the Commission's Rules for transfer of a domestic Section 214 authorization.

Please contact the undersigned with any questions you may have in relation to the foregoing.

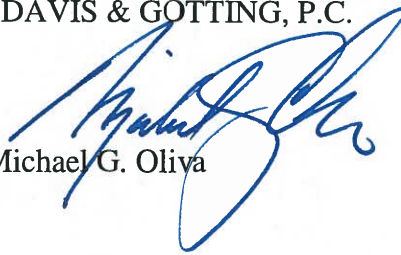
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Yours very truly,

LOOMIS, EWERT, PARSLEY,  
DAVIS & GOTTING, P.C.

Michael G. Oliva



Cc: Brett Lindsey-Everstream  
Christopher Barber-Lynx

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
<b><i>Lynx Network Group, Inc.</i></b>	)	WC Docket No. 16-_____
<b><i>Transferor</i></b>	)	
	)	
<b><i>Everstream GLC Holding Company, LLC</i></b>	)	
<b><i>Transferee</i></b>	)	
	)	
Application for Consent to Transfer Control	)	
of Company Holding Blanket Domestic	)	
Authorization Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	

**STREAMLINED APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC SECTION 214 BLANKET AUTHORIZATION**

Lynx Network Group, Inc. (FRN 0019434166) (“Lynx” or “Transferor”) and Everstream GLC Holding Company, LLC (FRN 0025511759) (“Everstream” or “Transferee”) (collectively referred to as “Applicants”) hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Section 63.04 of the Commission’s Rules, 47 C.F.R. §63.04, to transfer control of the blanket domestic Section 214 authorization held by Lynx to Everstream.

In support of this Application, Applicants submit the following information as required by Section 63.04(a) of the Commission’s Rules:

**§63.04(a)(1)-Name, address and telephone number of Applicants:**

***Transferor:***

Lynx Network Group, Inc.  
4798 Campus Drive, Suite 111  
Kalamazoo, Michigan 49008  
(269) 585-1000

***Transferee:***

Everstream GLC Holding Company, L.L.C.  
1228 Euclid Avenue, Suite 250  
Cleveland, Ohio 44115  
(216) 923-2236

**§63.04(a)(2)-Government, state, or territory under the laws of which each applicant is organized:**

***Transferor:*** Lynx Network Group, Inc. is a Michigan corporation

***Transferee:*** Everstream GLC Holding Company, L.L.C. is a Delaware limited liability company.

**§63.04(a)(3)-Correspondence relating to this Application should be sent to:**

***For Lynx:***

Christopher J. Barber, President  
Lynx Network Group, Inc.  
4798 Campus Drive, Suite 111  
Kalamazoo, Michigan 49008  
(269) 585-1000

With a Copy to:

Andrew M. Ray  
Morgan Lewis & Bockius LLP  
2020 K Street NW  
Washington, DC 20006  
(202)-373-6585

andrew.ray@morganlewis.com

***For Everstream:***

Brett Lindsey, President and CEO  
1228 Euclid Avenue, Suite 250  
Cleveland, Ohio 44115  
(216) 923-2236

***With a Copy to:***

Michael G. Oliva  
Loomis, Ewert, Parsley, Davis &  
Gotting, P.C.  
124 W. Allegan, Suite 700  
Lansing, Michigan 48933  
(517) 482-2400

mgoliva@loomislaw.com

**§63.04(a)(4)-Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten 10% of the equity of the applicant, and the percentage of equity owned:**

***For Transferor:***

The following persons own a 10% or greater equity interest in Lynx:

	<u>Preferred Stock</u>	<u>Common Stock</u>	<u>Common Stock Warrants</u>
Christopher J. Barber 4798 Campus Drive, Suite 111 Kalamazoo, Michigan 49008		32%	
Gerald Philipp 4798 Campus Drive, Suite 111 Kalamazoo, Michigan 49008		33%	
Gregg Rutgers Kalamazoo, Michigan 49008		30%	
PVP II Holdings LLC A Michigan Limited Liability Company 717 East Huron Street Suite 2E Ann Arbor, MI 48104	60%	1%	50%
Fosven Capital LLC An Ohio Limited Liability Company 132 W. Second St Perrysburg, OH, 43551	20%	<1%	20%
Paul M. Zlotoff 280 Daines Street Birmingham, Michigan 48009	10%	<1%	10%

***For Transferee:***

M/C Partners VII, L.P., a Delaware limited partnership, 75 State Street, Suite 2500, Boston, MA, is a domestic investment fund partnership and has an 80% direct equity ownership of Everstream GLC Holding Company, LLC. No person or entity owns a 10% or greater equity

interest in M/C Partners VII, L.P., all of its managers are U.S. citizens, and it does not own more than a 10% interest in any other telecommunications carrier. The name and address of the managing partners of M/C Partners VII, L.P. are as follows:

Gillis S. Cashman  
75 State St., Ste. 2500  
Boston, MA 02109

Brian M. Clark  
75 State St., Ste. 2500  
Boston, MA 02109

David D. Croll  
75 State St., Ste. 2500  
Boston, MA 02109

Robert Savignol  
75 State St., Ste. 2500  
Boston, MA 02109

James F. Wade  
75 State St., Ste. 2500  
Boston, MA 02109

John W. Watkins  
75 State St., Ste. 2500  
Boston, MA 02109

**§63.04(a)(5)-Certification Under §§1.2001-1.2003:**

Applicants certify that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

**§63.04(a)(6)-Description of the Transaction:**

Pursuant to terms of the Agreement and Plan of Merger entered into on November 30, 2016, Everstream proposes to acquire, through a reverse triangular merger, all of the equity interest of Lynx. The acquisition of the equity interest of Lynx by Everstream would result in a transfer of control of Lynx's blanket domestic 214 authorization. At the conclusion of the

transaction, Lynx will continue its corporate existence as a wholly-owned subsidiary of Everstream. Accordingly, the transaction will be seamless as to Lynx's current customers..

**§63.04(a)(7)-Description of Geographic Areas Served/Services Provided:**

***Areas and services of Lynx and its affiliates:***

. Lynx is a provider of telecommunications services in the State of Michigan. On September 14, 2010 in Case No. U-16282, the Michigan Public Service Commission issued Lynx a license to provide basic local exchange service in Michigan. Lynx holds a blanket domestic Section 214 authorization pursuant to Section 63.01 of the Commission's Rules to provide interstate telecommunications services. Lynx does not hold an international Section 214 authorization.

Lynx offers a variety of telecommunications services and products to businesses, schools, and governmental entities in rural and metro areas throughout Michigan, including Ethernet Network Services, Data Center Access, Dedicated Internet Access and Private Line Transport. Lynx's fiber network in Michigan covers more than 2,000 miles.

***Areas and services of Everstream and its affiliates:***

Everstream is a licensed provider of telecommunications services in the states of Michigan, Illinois, Indiana, Ohio, and Wisconsin. Everstream is a wholly-owned subsidiary of Everstream Solutions, LLC, a Cleveland-based network service provider of fiber-based Ethernet, internet, and data center solutions. Everstream is an indirect subsidiary of Everstream Holding Company, LLC. Everstream holds both domestic and international Section 214 authorizations.

Everstream provides a variety of telecommunications services throughout Michigan, and in parts of Ohio, Illinois, Indiana, and Wisconsin. Everstream's operations in Michigan, Illinois,

Indiana, and Wisconsin are the result of the acquisition of the assets of Great Lakes Comnet, Inc (“GLC”) and Comlink. LLC out of bankruptcy, including the domestic and international 214 authorizations held by GLC, the transfer of which was approved by the Commission on July 15, 2016 with respect to GLC’s international 214 authorization, File No. ITC-201604426-00157, and on July 16, 2016 with respect to GLC’s domestic 214 authorization, FSC Docket No. 16-156 . Everstream’s services and products in Michigan include tandem switching, toll services, and fiber-based Ethernet, internet, and data center solutions.

Although there is some overlap in the geographic areas and services which Lynx and Everstream provide in Michigan, there are significant differences in the service areas and service offerings which each provide and in the customers which they serve. Everstream is a new entrant to the telecommunications business in Michigan, having only acquired the former GLC network in the past six months. There is no anticompetitive effect to the proposed transaction because, as described below, after giving effect to the transaction, the market share of Everstream and Lynx would be less than 10% of the relevant market.

**§63.04(a)(8)-Qualification for Streamlined Treatment:**

. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission’s Rules because (1) the proposed transaction will result in Everstream (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) Everstream will provide competitive telephone exchange services or exchange access services exclusively in the geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither Everstream nor any of its respective affiliates are regulated as dominant with respect to any service.



This Application also qualifies for streamlined treatment under Section 63.03 because post-closing, (1) Everstream is not affiliated with any dominant U.S. carrier whose services Everstream may resell; (2) Everstream is not affiliated with any foreign carriers; and (3) none of the other provisions contained in Section 63.03 of the Commission's Rules apply.

. Based on the foregoing, Applicants respectfully request that pursuant to Section 63.03, this Application be granted thirty (30) days after the date of public notice listing this Application as accepted for filing.

**§63.04(a)(9)-Other Commission Applications Related to Transaction:**

There are no other Commission applications related to this transaction.

**§63.04(a)(10)-Request for Special Consideration:**

Applicants are not requesting special consideration in relation to this transaction.

**§63.04(a)(11)-Identification of Requests for Waiver:**

No separately filed waivers or requests for waiver are being sought by either Applicant in conjunction with the proposed transaction.

**§63.04(a)(12)-Public Interest Statement**

With this Application, Applicants represent that the proposed transfer of control described herein will serve the public interest, convenience, and necessity. Everstream provides high-quality services (as described herein) to a wide variety of customers, and will continue to provide high-quality, uninterrupted services to its customers, and customers of Lynx subsequent to the merger without change in rates, terms, or conditions. Everstream will continue to grow and expand its network and services for the benefit of its existing and prospective customers. Although Lynx will be strategically and operationally integrated with Everstream, the senior management and day-to-day management of Lynx will remain with the company through a

transition period and the current responsibilities of the company will continue during such time to ensure no disruption to its customers or services they are provided.

In addition, the proposed transaction does not present any anti-competitive issues, and will be completely transparent to consumers. No existing or potential competitors will be eliminated as a result of the proposed transaction. Everstream will continue to possess the financial and operational ability to provide valuable services to existing and prospective customers, thereby advancing the Commission's policies favoring increased competition and diversity and quality in services. Further, consumers will benefit by receiving a diversity of services at competitive prices.

## **CONCLUSION**

Based on the foregoing, Applicants respectfully request that the Commission grant this Application for transfer of control of Lynx's domestic Section 214 blanket authorization to Everstream. The proposed transaction will serve the public interest, convenience, and necessity. Further, the proposed transaction will have no negative impact on competition.

**"Transferor"**

**LYNX NETWORK GROUP, INC.**

By: \_\_\_\_\_  
**Christopher J. Barber**


**Its: President**

**December \_\_, 2016**

Respectfully submitted,

**"Transferee"**

**EVERSTREAM GLC HOLDING  
COMPANY, LLC**

By:   
**Brett Lindsey**

**Its: President and CEO**

**December 1, 2016**

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#### **CONCLUSION**

Based on the foregoing, Applicants respectfully request that the Commission grant this Application for transfer of control of Lynx's domestic Section 214 blanket authorization to Everstream. The proposed transaction will serve the public interest, convenience, and necessity. Further, the proposed transaction will have no negative impact on competition.

**"Transferor"**

**LYNX NETWORK GROUP, INC.**

By:   
Christopher J. Barber

**Its: President**

**December 1. 2016**

Respectfully submitted,

**"Transferee"**

**EVERSTREAM GLC HOLDING  
COMPANY, LLC**

By: \_\_\_\_\_  
Brett Lindsey

**Its: President and CEO**

**December   . 2016**